

Emons Industries, Inc.

August 8, 1990

Mr. Sidney Strickland, Jr.
Secretary
INTERSTATE COMMERCE COMMISSION
12th Street and Constitution Avenue, NW
Room 2303
Washington, D.C. 20423

RECORDATION NO. 15172W FILED 1425
AUG 10 1990 -3 25 PM
INTERSTATE COMMERCE COMMISSION
0-222A024

Dear Mr. Strickland:

I have enclosed two originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is a Termination Agreement and Release, a secondary document, dated July 23, 1990. The primary document to which this is connected is recorded under Recordation No. 15172-H.

The names and addresses of the parties to the documents are as follows:

Maryland and Pennsylvania Railroad Co.
96 South George Street, Suite 520
York, PA 17401

Wilmington Trust Company
Rodney Square North
Wilmington, DE 19890

The railroad equipment covered by the document is set forth in Exhibit A.

A fee of \$15.00 is enclosed to cover the required recordation fee (check number 102586). Please return the original document with the recordation information thereon to our office.

A short summary of the document to appear in the index is as follows:

Termination Agreement and Release to Security Agreement with recordation number 15172-H, dated July 23, 1990, covering 55 boxcars.

Sincerely,

David P. Rogers
Manager - Leasing Administration

(717) 771-1722

/kim

Enclosures

Aug 10 3 28 PM '90
SECTION OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

8/16/90

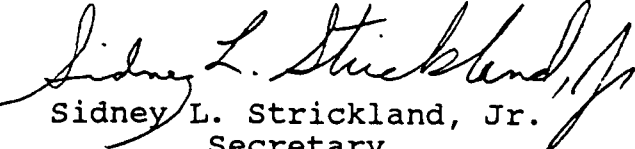
OFFICE OF THE SECRETARY

David P. Rogers
Emmons Industries, Inc
96 South George Street
York, PA. 17401

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/10/90 at 3:35pm, and assigned recordation number(s). 15172-W

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

TERMINATION AGREEMENT AND RELEASE

RECORDATION NO. 15172-H FILED 1990

AUG 10 1990 - 3 55 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, Wilmington Trust Company ("WTC") and the Maryland and Pennsylvania Railroad Company ("MPA") are parties to a Security Agreement (the "Security Agreement") dated as of December 19, 1986, covering fifty-five (55) boxcars bearing road numbers listed on Exhibit A attached hereto and made a part hereto (the "Cars");

WHEREAS, the Security Agreement was filed with the Interstate Commerce Commission on February 20, 1987, and bears Recordation No. 15172-H; and

WHEREAS, WTC and MPA desire to terminate the Security Agreement and WTC desires to release the lien and security interest created pursuant to the Security Agreement;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree:

1. Termination. The Security Agreement is terminated and the Cars are released from the liens, assignment and security interest created thereunder.

2. Filing. The parties consent to the filing of this Termination and Release and any other necessary documents with the Interstate Commerce Commission (and, if necessary, with any

other regulatory or governmental entity) to effect a release of all liens of record existing against the Cars.

3. Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this 23rd day of JULY, 1990.

WITNESS:

By: Patricia A. Evans

WILMINGTON TRUST COMPANY,
as Disbursing Agent

By: [Signature]
Title: Financial Services Officer

WITNESS:

By: David P. Rogers

MARYLAND AND PENNSYLVANIA
RAILROAD COMPANY

By: [Signature]
Title: Controller & Sec

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 1990, before me personally appeared, James P. Lawler, to me personally known, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this _____ day of _____, 1990.

Sonja F. Allen
Notary Public
NOTARY PUBLIC
My Commission expires May 30, 1992

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF YORK)

On this 18th day of July, 1990, before me personally appeared, Joseph W. Wilks, to me personally known, who being by me duly sworn, says that he is the Controller & Secretary of MARYLAND AND PENNSYLVANIA RAILROAD COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 18th day of July, 1990.

Nancy L. Smith
Notary Public

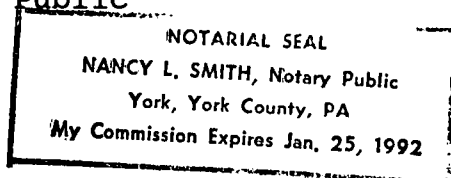


EXHIBIT A

55 Boxcars bearing the reporting marks as follows:

SBD 142100 to SBD 142154 (Inclusive)*

* NOTE: (1) Cars have since been restenciled to MPA 142100 to MPA 142154.

(2) MPA 142125 to MPA 142143, MPA 142145 to MPA 142147, and MPA 142149 to MPA 142151 will be restenciled to SLR initials with same road numbers, beginning January 1, 1990.